

The Honorable James L. Robart

UNITED STATES DISTRICT COURT
WESTERN DISTRICT OF WASHINGTON
AT SEATTLE

VIVENDI S.A. and VIVENDI HOLDING I
CORP.,

Plaintiffs,

v.

T-MOBILE USA, INC.; T-MOBILE
DEUTSCHLAND GMBH; T-MOBILE
INTERNATIONAL AG; DEUTSCHE
TELEKOM AG; and ZYGMUNT SOLORZ-
ZAK,

Defendants.

No. CV6-1524 JLR

DECLARATION OF
STEVEN CAPLOW IN SUPPORT
OF MOTION TO DISMISS THE
THIRD AMENDED COMPLAINT

I, STEVEN CAPLOW, hereby declare as follows:

1. I am a member of the firm of Davis Wright Tremaine LLP, counsel for Defendants Deutsche Telekom AG, T-Mobile International AG, T-Mobile Deutschland GmbH, and T-Mobile USA, Inc. ("DT Defendants") in this matter. I submit this declaration in support of the DT Defendants' Motion to Dismiss the Third Amended Complaint ("Complaint").

2. Attached hereto as Exhibit A is a true and correct copy of the Shareholders Agreement for Polska Telefonia Cyfrowa Sp. z o.o. ("PTC").

3. Attached hereto as Exhibit B is a true and correct copy of the November 26, 2004 Award issued by the arbitral tribunal in the arbitration captioned *T-Mobile Deutschland GmbH v. Elektrim S.A.* (No. SCH-4750) (“Second Vienna Arbitration”).

4. Attached hereto as Exhibit C is a true and correct copy of the June 6, 2006 Award (“First Partial Award”) issued by the arbitral tribunal in the arbitration captioned *T-Mobile v. Elektrim S.A.* (No. SCH-4939) (“Third Vienna Arbitration”).

5. Attached hereto as Exhibit D is a true and correct copy of the October 2, 2006 Award (“Second Partial Award”) issued by the arbitral tribunal in the Third Vienna Arbitration.

6. Attached hereto as Exhibit E is a true and correct copy of a press release issued by Vivendi on January 18, 2007 regarding the Polish Supreme Court decision, available at http://www.vivendi.com/corp/en/press_2007/20070118_Telecommunications_in_Poland_The_Polish_Supreme_Court_quashes_decision_for.php (last visited September 21, 2007).

7. Attached hereto as Exhibit F is a true and correct copy of the Vivendi Management Board’s Operating and Financial Review and Prospects and Unaudited Condensed Financial Statements for the Nine Months Ended September 30, 2006, as accessed on Vivendi’s web site on March 13, 2007.

8. Attached hereto as Exhibit G is a true and correct copy of a transcript of Vivendi’s October 24, 2006 press conference announcing the filing of its RICO claim in this Court.

9. Attached hereto as Exhibit H is a true and correct copy of Vivendi’s Rule 26(a) Initial Disclosures.

10. Attached hereto as Exhibit I is a true and correct copy of the letter from

Vivendi to Deutsche Telekom, dated January 23, 2007, that is referenced in the Complaint at ¶ 123.

11. Attached hereto as Exhibit J is a true and correct copy of the letter from Deutsche Telekom to Vivendi, dated January 26, 2007, that is referenced in the Complaint at ¶ 124.

12. Attached hereto as Exhibit K is a true and correct copy of the Amended Complaint in *Vivendi Holding I Corp. v. Law Debenture Trust Corp., PLC, and Elektrim S.A.*, No. 07-21431-CIV-King (S.D. Fla. June 7, 2007).

13. Attached hereto as Exhibit L is a true and correct copy of the Anti-Suit Injunction issued on June 8, 2007 by the English High Court of Justice, Chancery Division, in the matter captioned *Elektrim SA v. Vivendi Holdings I Corp.* (No. 07C01505).

14. Attached hereto as Exhibit M is a true and correct copy of the June 15, 2007 Order issued by the English High Court of Justice, Chancery Division, in the matter captioned *Elektrim SA v. Vivendi Holdings I Corp.* (No. 07C01505).

I declare under penalty of perjury that the foregoing is true and correct.

EXECUTED this 26th day of September, 2007.

By /s/ Steven Caplow

Steven Caplow, WSBA #19843

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CERTIFICATE OF SERVICE

I hereby certify that on September 26, 2007, I filed this Declaration of Steven Caplow in Support of Motion to Dismiss on the CM/ECF system, which will send notification of such filing to the following persons:

Robert E. Rohde: brohde@rohdelaw.com

Lanny J. Davis: ldavis@orrick.com

Garrett Rasmussen: grasmussen@orrick.com

DATED this 26th day of September, 2007.

Davis Wright Tremaine LLP
Attorneys for Defendants

By /s/ Steven Caplow

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